106643

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## FORM D

Washington, D.C. 20549

	per form1
	SEC USE ONLY
Prefix	Serial
	1 1

DATE RECEIVED

OMB APPROVAL

OMB Number: 3235-0076

Expires: March 30, 2008

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR ORM LIMITED OFFERING EXEMPTION

Name of Offering ( check if this is an a	mendment and name has char	iged, a	nd indicate change.)				
Membership Interests in 88 Inventions,	LLC ("Membership Interes	ts")			•		
Filing Under (Check box(es) that apply):	☐ Rule 504		Rule 505	Rule 506	<u>.</u>	☐ Section 4(6)	<b>▼</b> ULOE
Type of Filing:		×	New Filing			Amendment	
	A. BAS	SIC ID	ENTIFICATION	DATA			
1. Enter the information requested about	it the issuer					••	_
Name of Issuer ( check if this is an ame	indment and name has change	d, and	indicate change.)				
· Circos.com, Inc.							
Address of Executive Offices	(Number and S	street,	City, State, Zip Cod	e) Telephone l	Number (	Including Area Cod	le)
153 N. San Mateo Avenue, San Mateo, 6	California 94401				643 -		<b>A</b>
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, City, Sta	ite, Zip	Code)	Telephone 1	Number (	Including Area Cod	PROCESSE
							111 1 2 2000
Brief Description of Business			1 LORDIN 1995 LADIL	<b>40</b> 00 (444)4 (40)( 140) 41(4) (	101 <b>11</b> 1	P	DOE TO SUM
Internet technology							THOMSON
Type of Business Organization			1 <b>111</b> 144 <b>10</b> 1111 11111		100 YAN		F'N'AN'C'A1
☐ corporation	☐ limited partnership, alrea	dy for	mec	7072008		other (please spec	ify): Limited Liability
			U	012000			Company
☐ business trust	☐ limited partnership, to be	forme	:d				
		ÿ	<u> Ionth</u>	Year			
Actual or Estimated Date of Incorporation	or Organization:	Ju	ne	2006	_		programme and the second
Jurisdiction of Incorporation or Organizat	ion: (Enter two-letter U.S.	Doctal	Samica abbeaulation	See State	<u> X</u>	Actual	☐ Estimated
sursuction of incorporation of Organizat	CN for Canada; FN fo						DE
the second secon				17.0			1

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appndix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

## A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that	Promoter	<b>▼</b> Beneficial Owner	Executive Officer	<b>⊠</b> Director	General and/or Managing Partner
Apply:					
Full Name (Last	name first, if individual)				
McDonald, Key				·	
	idence Address (Number and Inc., 153 N. San Mateo Driv	Street, City, State, Zip Code) e, Suite 310, San Mateo, Cali	fornia 94401		
Check	Promoter	■ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or
Box(es) that					Managing Partner
Apply:	name first, if individual)				
Sim, Morris	. manie mst, n marviduar)				
	idence Address (Number and S	Street, City, State, Zip Code)			
c/o Circos.com,	Inc., 153 N. San Mateo Driv	e, Suite 310, San Mateo, Cali	fornia 94401		
Check Boxes that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last	name first, if individual)			···	
Smith, Scott					
	idence Address (Number and S				
	Inc., 153 N. San Mateo Driv	e, Suite 310, San Mateo, Cali			
Check Boxes that Apply:	Promoter	☑ Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last Lo, Howard	name first, if individual)				
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			
10 Prinsep Lini	k, 11-01 Tower A, Singapore	187948	· · · · · · · · · · · · · · · · · · ·		
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and S	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individual)			<u> </u>	
					<u> </u>
Business or Res	idence Address (Number and :	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individual)				
Business or Res	idence Address (Number and !	Street, City, State, Zip Code)			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
	name first, if individual)				
				<u> </u>	<u> </u>
Business or Res	idence Address (Number and	Street, City, State, Zip Code)			

					В	. INFORM	ATION AB	OUT OFFE	RING				· · · · · · · · · · · · · · · · · · ·
1.	Has the iss	suer sold, or	does the issu	er intend to					g under ULO	 Е.		Yes	No <u> </u>
2.	What is the	e minimum i	investment th	nat will be a	ccepted fra	n any indivi	dual?			······································		\$	N/A
3.	Does the o	ffering pern	nit joint own	ership of a si	ingle unit?.						• • • • • • • • • • • • • • • • • • • •	Yes	No
4. Non	solicitation registered broker or o	of purchas with the SEC	ers in conne	ection with s	sales of sec tates, list th	urities in the name of the	ne offering. he broker or	If a person	to be listed	is an associate	ed person or	agent of a	remuneration for a broker or dealer persons of such a
Full	Name (Las	t name first,	if individual	)						···			
Busi	iness or Res	idence Addi	ress (Number	r and Street,	City, State	, Zip Code)	····						
Nan	ne of Assoc	iated Broker	or Dealer										
State	es in Which	Person List	ed Has Solic	ited or Inter	ds to Solic	it Purchasers	5						
(Cho	eck "All Sta	ites" or chec	k individual	States)									All States
[AL	]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	FL	[GA]	[HII]	[ID]
IIL		IN	ĮΙΑĮ	[KS]	JKYJ	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
IMT	Ī	[NE]	INVI	[NH]	INJI	[NM]	[NY]	[NC]	INDI	[OH]	[OK]	[OR]	[PA]
[R1]		[SC]	[SD]	JTNJ	[TX]	JUTJ	ĮVTĮ	ĮVΑΙ	[VA]	ΙWVΙ	[WI]	ĮWYĮ	[PR]
Full	Name (Las	t name first,	if individual	l)									
Busi	iness or Res	sidence Add	ress (Numbe	r and Street,	City, State	, Zip Code)				<del>-</del> .			•
Nan	ne of Assoc	iated Broker	or Dealer			<u> </u>							
State	es in Which	Person List	ed Has Solic	ited or Inter	ds to Solic	it Puchasers							
								***************************************					All States
[AL	1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	(ME)	[MD]	[MA]	[MI]	[MN]	[MS]	IMOI
ĮΜΊ	]	[NE]	ĮΝVĮ	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	ЮН	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	ĮVAJ	JVAJ	[WV]	[WI]	JWYJ	[PR]
	,		if individual										
Bus	iness or Res	sidence Add	ress (Numbe	r and Street,	City, State	, Zip Code)							
Nan	ne of Assoc	iated Broker	or Dealer					-					
State	es in Which	Person List	ed Has Solic	ited or Inten	ds to Solic	it Purchaser	S						
(Che	eck "All Sta	ites" or chec	k individual	States)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,								All States
[AL	I	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[H]]	[ID]
[IL]		[IN]	[IA]	[KS]	JKYJ	[LA]	[ME]	[MD]	[MA]	[Ml]	MN	[MS]	[MO]
ĮΜΊ	J.	[NE]	[NV]	[NH]	ונאן	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
IRII		ISCL	ISDI	(TN)	ITXI	HITI	IVTI	IVAL	IVAl	IWVI	IWII	IWYI	IPR1

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security	1.	Enter the aggregate offering price of securities included in this offering and the total amount already transaction is an exchange offering, check this box $\square$ and indicate in the columns below the amounts of the security	sold. Enter "0" if he securities offered	answer	is "none" or "zero." ange andalready excha	If the anged.
Deb1						
Debt		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		;	Sold	
Equify		Debt	\$	0	\$	0
Convertible Securities (including warrants)						0
Convertible Securities (including warrants)		, -		_	-	
Partnership Interests. 5 1,212,200.00 S 0.00			•	0	¢	0
Other (Specify				_		
Total. Answer also in Appendix, Column 3, if filling under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchaseds escurities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Number   Aggregate   Dollar Amount of Purchases   Number   Investors   Dollar Amount of Purchases   Non-accredited Investors   0   S   0   0   S   0						
Answer also in Appendix, Column 3, if filing under ULOE.  2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Investors		Other (Specify)				
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Num			\$ 1,212,200,0	<u>) 10</u>	\$1,212,200	.00
offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."    Number   Numbe						
Accredited Investors Dollar Amount of Purchases  Accredited Investors 6 5 1,212,200.00  Non-accredited Investors 0 0 \$ 1,212,200.00  Non-accredited Investors 0 0 \$ 1,212,200.00  Total (for filings under Rule 504 only) 0 \$ 0 \$ 0 \$ 0  Answer also in Appendix, Column 4, if filing under UL.OE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question I.  Type of Offering  Rule 505	2.	offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their				
Accredited Investors 6. \$ 1,212,200.00 Non-accredited Investors 0. 0 \$ 1,212,200.00 Non-accredited Investors 0. 0 \$ 0. 0 \$ 0. 0 Total (for filings under Rule 504 only)			Number		Aggregate	
Accredited Investors 6 \$ 1,212,200.00 Non-accredited Investors 0 0 \$ 0.00 Total (for filings under Rule 504 only). 0 0 \$ 0.00 Answer also in Appendix, Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of Offering Rule 505 Regulation A Rule 504 Rule 504 Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Beginnering			Investors			I
Non-accredited Investors 0 0 \$ 0 0 S 0 O Total (for fillings under Rule 504 only).  If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of Offering Rule 505		A graditad Investors	6			00
Total (for filings under Rule 504 only)						
Answer also in Appendix. Column 4, if filing under ULOE.  3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of Security Sold  Type of Offering Rule 505.  Regulation A.  Rule 504.  Total.  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Classify securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Classify securities in this offering.  Sold  Type of Dollar Amount Sold  Sold  Type of Dollar Amount Sold  Sold  Sold  Type of Dollar Amount Sold  Sold  Sold  Type of Dollar Amount Sold  Sold  Sold  Type of Dollar Amount Sold						
3. If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.  Type of Offering Rule 505. Regulation A. Rule 504. S 0 Rule 504. S 0 Total.  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. S 0 Engineering Fees. Sales Commissions (specify finders' fees separately) Other Expenses (Identify) Investment Advisor and Management Fees.		·		_	<b>4</b>	
Type of Offering Rule 505 Security  Regulation A SOO Regulation A SOO Rule 504 SOO Total SOO Total Societies in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees SOO Printing and Engraving Costs SOO Legal Fees SOO Accounting Fees SOO Engineering Fees SOO Sales Commissions (specify finders' fees separately) Other Expenses (Identify) Investment Advisor and Management Fees SOO	3.	sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first				
Type of Offering Rule 505			Type of			l
Rule 505			Security		Sold	
Regulation A		Type of Offering				
Rule 504		Rule 505				
Total		Regulation A			\$	_0
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Accounting Fees.  Engineering Fees.  Sales Commissions (specify finders' fees separately)  Other Expenses (Identify) Investment Advisor and Management Fees.		Rule 504			\$	0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees.  Printing and Engraving Costs.  Legal Fees.  Accounting Fees.  Engineering Fees.  Sales Commissions (specify finders' fees separately)  Other Expenses (Identify): Investment Advisor and Management Fees.		Total		_	\$	_0
Transfer Agent's Fees         □         \$         0           Printing and Engraving Costs         □         \$         0           Legal Fees         □         \$         6,500.00           Accounting Fees         □         \$         0           Engineering Fees         □         \$         0           Sales Commissions (specify finders' fees separately)         □         \$         0           Other Expenses (Identify) Investment Advisor and Management Fees         □         \$         0	4.	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not				
Printing and Engraving Costs					\$	0
Legal Fees						
Accounting Fees		•				
Engineering Fees		5			·	
Sales Commissions (specify finders' fees separately)  Other Expenses (Identify): Investment Advisor and Management Fees.						
Other Expenses (Identify) Investment Advisor and Management Fees		· ·				
One Expenses (dentity) in estimated that the state of the						
10tal						_
		i Vial		_	<u> </u>	

Intend to sell to non-secredited investors in State (Part B-Item 1)  State Ves No Number of Accredited Investors  AL	APPENDIX										
Intend to sell to non-secredited investors in State (Part B-Hem 1)  State  Yes  No  Number of Accredited Investors  AL  AK  AZ  AR  CA  CA  Pamership increase \$13,13,220,00  CCO  CT  DE  DC  FL  GA  III  ID  IL  IN  Intend to sell and aggregate offered in state (Part C-Hem 2)  Amount Amount Number of Non-Accredited Investors  Response of Accredited Investors  Amount Number of Non-Accredited Investors  And Investors  And Investors  Amount Number of Non-Accredited Investors  Amount Number of Non-Accredited Investors  And Investors	5		,		4	•	3	2		1	
Accredited   Investors   Accredited   Investors	Disqualification er State ULOE (if yes, attach lanation of waiver nted (Part E-Item 1)	under Sta yes, explanati	Type of investor and amount purchased in State				and aggregate offering price offered in state	accredited ers in State	to non- investo		
AK  AZ  AR  CA  Pantership interests \$1,212,200.00  S0.00  CO  CT  DE  DC  PL  GA  HI  ID  IL  IN  IA  KS  KY  LA	es No	Yes	Amount	Non- Accredited	Amount	Accredited		No	Yes	State	
AZ  AR  CA  Partnership Interests  \$1,212,200.00  CO  CT  DE  DC  FL  GA  HII  ID  IL  IN  KS  KY  LA										AL	
AR       ✓       Partnership Interests S1,212,200.00       6       \$1,212,200.00       0       \$0.00         CO       CT       Image: Control of the control of t										AK	
CA										AZ	
S1,212,200.00   CO										AR	
CT	7		\$0.00	0	\$1,212,200.00	6		1		CA	
DE DC FL GA										СО	
DC   FL										CT	
FL GA										DE	
GA										DC	
HI ID ID IIL IN										FL	
ID										GA	
IL IN										HI	
IN						•				ID	
KS KY LA										IL	
KS KY LA										IN	
KY LA										IA	
LA										KS	
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MO MO										МО	

		•		APPENDIX					
1	·-·-	2	3		4		<u> </u>		5
	to non-: investo	d to sell accredited rs in State B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT						<u> </u>			
NE		<u>.</u>							
NV			-						
NH			-						
NJ		- <del></del>							
NM	-				:				
NY									
NC								<del></del>	
ND									
ОН									
ОК					-			_	
OR									
PA									
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SC						· • · · · · · · · · · · · · · · · · · ·			
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**END**